

RECORDATION NO. 24311-6 FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

AUG 07 '07 -3 30 PM

SUITE 301
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
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August 7, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amended and Restated Security Agreement, dated as of August 7, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 24311.

The names and addresses of the parties to the enclosed document are:

Collateral Agent: Wilmington Trust Company, not in its individual capacity but solely as Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Agent: Credit Suisse, New York Branch
Eleven Madison Avenue
New York, New York 10010

Borrower: Trinity Rail Leasing Trust II
2525 Stemmons Freeway
Dallas, Texas 75207

Mr. Vernon A. Williams
August 7, 2007
Page 2

A description of the railroad equipment covered by the enclosed document is:

No new or additional equipment is associated with this filing.

A short summary of the document to appear in the index is:

Memorandum of Amended and Restated Security Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF AMENDED AND RESTATED SECURITY AGREEMENT

This Memorandum of Amended and Restated Security Agreement (this "Memorandum") is executed as of this 7th day of August, 2007, by and among TRINITY RAIL LEASING TRUST II, a Delaware business trust (the "Borrower"), WILMINGTON TRUST COMPANY, as Collateral Agent for the Protected Parties (as defined in the Security Agreement, as defined below) (the "Collateral Agent"), and CREDIT SUISSE, NEW YORK BRANCH (formerly Credit Suisse First Boston, New York Branch), as Agent.

The Borrower and the Agent previously entered into a Security Agreement dated as of June 27, 2002 (the "Existing Security Agreement"). The Borrower, the Agent and the Collateral Agent have now entered into an Amended and Restated Security Agreement, dated as of August 7, 2007 (as from time to time amended, modified or supplemented, the "Security Agreement"), which amends and restates the Existing Security Agreement, and by which (x) the Agent has transferred and assigned to the Collateral Agent, for the continued ratable benefit of the Protected Parties (as defined in the Security Agreement), the security interests granted to the Agent under the Existing Security Agreement in and to the Collateral (as defined in the Existing Security Agreement), and (y) the Borrower has granted a security interest to the Collateral Agent for the ratable benefit of the Protected Parties (as defined in the Security Agreement) in all assets of the Borrower, whether now owned or hereafter acquired, including without limitation, certain railroad equipment and certain leases relating to certain Railcars as described in the Memorandums of Security Agreement listed on Schedule I hereto, and which security interests therein have not, prior to the date hereof, been released by the Agent (all of such railroad equipment and leases that remain subject to the security interests granted by the Existing Security Agreement being collectively referred to herein as the "Railcars" and the "Leases," respectively).

The purpose of this Memorandum is to give record notice of the existence of the security interest of the Collateral Agent in the Railcars and the Leases, and all terms and conditions of the Security Agreement are incorporated by reference herein. This Memorandum does not, nor is it intended to, in any way modify or affect the underlying collateral described in the previously filed Memorandums of Security Agreement listed on Schedule I hereto.

This Memorandum is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. 11301(a) and the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act (Canada).

[signature pages to follow]

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AUG 07 '07 -3 30 PM

S. SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

TRINITY RAIL LEASING TRUST II

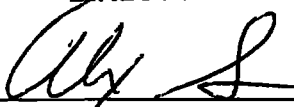
By: Thomas C. Jardine
Name: THOMAS C. JARDINE
Title: VICE PRESIDENT

CREDIT SUISSE, NEW YORK BRANCH

By: 

Name: **MARK LENGEL**

Title: **DIRECTOR**

By: 

Name: **ALEX SMITH**

Title: **VICE PRESIDENT**

WILMINGTON TRUST COMPANY,
not in its individual capacity, but solely
as Collateral Agent

By: 

Name:

Jose L. Paredes

Title:

Assistant Vice President

ACKNOWLEDGMENT

STATE OF Texas
COUNTY OF Dallas

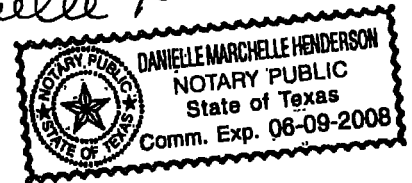
BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Thomas Jardine, who upon oath, acknowledged herself/himself to be a Vice President of TRINITY RAIL LEASING TRUST II, a Delaware business trust, and that s/he as such officer being authorized to do so, executed the foregoing Memorandum of Amended and Restated Security Agreement for the purposes therein contained by signing the name of the Delaware business trust by her/himself as a such officer of Trinity Rail Leasing Trust II.

WITNESS my hand and official seal this ____ day of August, 2007.

MY COMMISSION EXPIRES: 6/9/08

Notary Public

Danielle Henderson



ACKNOWLEDGMENT

STATE OF New York)
)
COUNTY OF New York)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Mark Leung, who upon oath, acknowledged herself/himself to be a Director of CREDIT SUISSE, NEW YORK BRANCH, and that s/he as such officer being authorized to do so, executed the foregoing Memorandum of Amended and Restated Security Agreement for the purposes therein contained by signing the name of such bank by her/himself as such officer of Credit Suisse, New York Branch.

WITNESS my hand and official seal this 7th day of August, 2007.

Cheryl D. Fondacaro
Notary Public

MY COMMISSION EXPIRES: 6/11/2011

CHERYL D. FONDACARO
Notary Public, State of New York
No. 01FO8168479
Qualified in New York County
Term Expires June 11, 2011

STATE OF New York)
)
COUNTY OF New York)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Alex Smith, who upon oath, acknowledged herself/himself to be a Vice President of CREDIT SUISSE, NEW YORK BRANCH, and that s/he as such officer being authorized to do so, executed the foregoing Memorandum of Amended and Restated Security Agreement for the purposes therein contained by signing the name of such bank by her/himself as such officer of Credit Suisse, New York Branch.

WITNESS my hand and official seal this 7th day of August, 2007.

Cheryl D. Fondacaro
Notary Public

MY COMMISSION EXPIRES: 6/11/2011

CHERYL D. FONDACARO
Notary Public, State of New York
No. 01FO8168479
Qualified in New York County
Term Expires June 11, 2011

ACKNOWLEDGMENT

STATE OF Delaware)
)
COUNTY OF New Castle)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Jose Parades who upon oath, acknowledged herself/himself to be a Assistant Vice President of WILMINGTON TRUST COMPANY, and that s/he as such officer being authorized to do so, executed the foregoing Memorandum of Amended and Restated Security Agreement for the purposes therein contained by signing the name of such bank by her/himself as such officer such Wilmington Trust Company.

WITNESS my hand and official seal this ____ day of August, 2007.

Dianne M. Bruton
Notary Public

MY COMMISSION EXPIRES:

DIANNE MICHELLE BRUTON
NOTARY PUBLIC - DELAWARE
My Commission Expires November 27, 2007

SCHEDULE I

Description of Prior Filing:	STB Record No.:	Filing Date:
1. Memorandum of Security Agreement, between Borrower and Agent	24016	June 27, 2002
2. Memorandum of Security Agreement, between Borrower and Agent	24016-B	August 16, 2002
3. Memorandum of Security Agreement, between Borrower and Agent	24190	October 29, 2002
4. Memorandum of Security Agreement, between Borrower and Agent	24249	December 19, 2002
5. Memorandum of Security Agreement, between Borrower and Agent	24311	January 30, 2003
6. Memorandum of Security Agreement, between Borrower and Agent	24339	February 28, 2003
7. Memorandum of Security Agreement, between Borrower and Agent	24376	March 27, 2003
8. Memorandum of Security Agreement, between Borrower and Agent	24469	May 29, 2003
9. Memorandum of Security Agreement, between Borrower and Agent	24495	June 25, 2003
10. Memorandum of Security Agreement, between Borrower and Agent	24614	September 29, 2003
11. Memorandum of Security Agreement, between Borrower and Agent	24666	October 29, 2003
12. Memorandum of Security Agreement, between Borrower and Agent	24742	December 19, 2003
13. Memorandum of Security Agreement, between Borrower and Agent	24808	February 6, 2004
14. Memorandum of Security Agreement, between Borrower and Agent	24935	April 30, 2004
15. Memorandum of Security Agreement, between Borrower and Agent	25024	June 30, 2004
16. Memorandum of Security Agreement, between Borrower and Agent	25149	August 17, 2004
17. Memorandum of Security Agreement, between Borrower and Agent	25211	September 27, 2004
18. Memorandum of Security Agreement, between Borrower and Agent	25358	December 17, 2004
19. Memorandum of Security Agreement, between Borrower and Agent	25460	February 18, 2005
20. Memorandum of Security Agreement, between Borrower and Agent	25487	March 7, 2005
21. Memorandum of Security Agreement, between Borrower and Agent	25521	March 29, 2005
22. Memorandum of Security Agreement, between Borrower and Agent	25590	May 18, 2005
23. Memorandum of Security Agreement, between Borrower and Agent	25665	June 28, 2005
24. Memorandum of Security Agreement, between Borrower and Agent	25778	August 18, 2005
25. Memorandum of Security Agreement, between Borrower and Agent	25933	October 31, 2005
26. Memorandum of Security Agreement, between Borrower and Agent	26058	December 23, 2005

27.	Memorandum of Security Agreement, between Borrower and Agent	26201	February 17, 2006
28.	Memorandum of Security Agreement, between Borrower and Agent	26266	March 30, 2006
29.	Memorandum of Security Agreement, between Borrower and Agent	26316	April 28, 2006
30.	Memorandum of Security Agreement, between Borrower and Agent	26357	May 23, 2006
31.	Memorandum of Security Agreement, between Borrower and Agent	26358	May 24, 2006
32.	Memorandum of Security Agreement, between Borrower and Agent	26888	March 29, 2007
33.	Memorandum of Security Agreement, between Borrower and Agent	26991	May 31, 2007
34.	Memorandum of Security Agreement, between Borrower and Agent	27076	July 19, 2007

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

8/7/07



Robert W. Alvord